

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699  
Telephone 313.396.6600 Facsimile 313.396.6117

WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

RECORDING NO. 15700-D  
AUG 19 1996 1:55 PM

Mary P. Sclawy  
Direct line: 313.396.6357

August 13, 1996

Secretary  
Surface Transportation Board  
Room 2215  
12th and Constitution Ave. N.W.  
Washington, DC 20423

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Locomotive Units, dated July 22, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of June 1, 1988 (the "Lease"). The locomotives are subject to the Lease and to a Reconstruction and Conditional Sale Agreement, dated as of June 1, 1988 (the "RCSA").

The RCSA and the Lease were filed with the Interstate Commerce Commission on June 29, 1988 and assigned recordation numbers 15700 and 15700-A, respectively.

The parties to the agreements are:

Vendor/ Lessee      Grand Trunk Western Railroad Company, predecessor in interest  
to Grand Trunk Western Railroad Incorporated

Vendee/ Lessor      PacifiCorp Credit, Inc.

Assignee:      Mercantile Safe - Deposit and Trust Company

The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1785 in the amount of \$21.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 19 1 45 PM '96

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Mary P. Sclawy

C: John A. N. Lamont

CA 7426

### Schedule A to Notice of Renumbering

Rolling Stock Type: Diesel electric locomotives manufactured by the  
Electromotive Division of General Motors Corporation.

#	Original Lease Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
1	GTW	5709	-	-	GTW	5709
2	GTW	5710	-	-	GTW	5710
3	GTW	5711	-	-	GTW	5711
4	GTW	5712	-	-	GTW	5712
5	GTW	5713	-	-	GTW	5713
6	GTW	5714	-	-	GTW	5714
7	GTW	5715	-	-	GTW	5715
8	GTW	5716	-	-	GTW	5716
9	GTW	5717	-	-	GTW	5717
10	GTW	5718	-	-	GTW	5718
11	GTW	5719	-	-	GTW	5719
12	GTW	5720	-	-	GTW	5720
13	GTW	5721	-	-	GTW	5721
14	GTW	5722	-	-	GTW	5722
15	GTW	5723	-	-	GTW	5723
16	GTW	5724	-	-	GTW	5724
17	GTW	5907	DWP	5907	DWP	5907
18	GTW	5916	-	-	GTW	5916
19	GTW	5922	-	-	GTW	5922
20	GTW	6413	-	-	GTW	6413

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001**

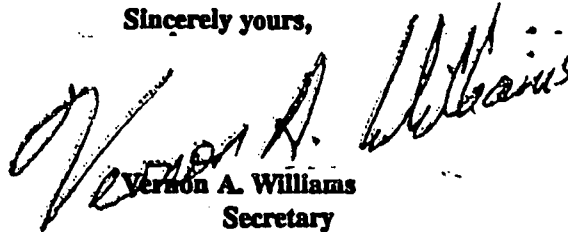
8/19/96

Mary P. Sclawy  
Hopkins & Sutter  
1333 Brewery Park Boulevard  
Ste. 101  
Detroit, Michigan 48207-2699

**Dear** Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/96 at 1:55PM, and assigned recordation number(s). 5565-F, 6062-E, 8490-D, 9860-P, 14421-I, 15268-E, 15700-D, 16401-D and 16904-D.

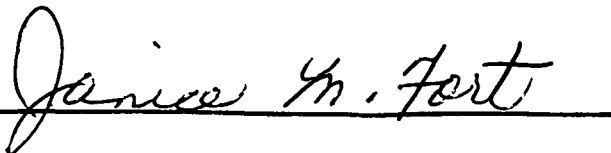
Sincerely yours,

  
Vernon A. Williams  
Secretary

**Enclosure(s)**

\$ 189.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



15700-D  
JUL 19 1996

**NOTICE OF RENUMBERING**

**OF LEASED LOCOMOTIVE UNITS**

*WHEREAS Mercantile-Safe Deposit and Trust Company (predecessor-in-interest to The Bank of New York) as agent, Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as builder ("GTW") and Pacificorp Credit, Inc. as vendee ("Pacificorp") entered into a Reconstruction and Conditional Sale Agreement dated as of 1 June 1988, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;*

*WHEREAS GTW as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 1 June 1988 (the "Lease"), with Pacificorp as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the RCSA;*

*WHEREAS the RCSA and the Lease were recorded with:*

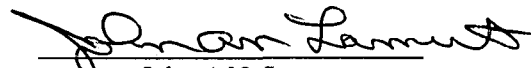
- 352-1
- 1) The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 29 June 1988 at 4:00 P.M. and assigned recordation numbers 15700 and 15700-A, respectively; and*
  - 2) The Office of the Registrar General of Canada, pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on 29 June 1988 at 4:30 P.M.*

*NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee shall cause this Notice of Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.*

*IN WITNESS WHEREOF, this Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 22nd day of July 1996.*

**GRAND TRUNK WESTERN RAILROAD  
INCORPORATED as lessee**

By:

  
John A.N. Lamont

GTW File Reference: CA 7426

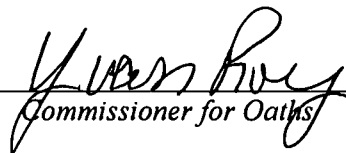
### Schedule A to Notice of Renumbering

Rolling Stock Type: Diesel electric locomotives manufactured by the  
Electromotive Division of General Motors Corporation.

#	Original Lease Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
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6	GTW	5714	-	-	GTW	5714
7	GTW	5715	-	-	GTW	5715
8	GTW	5716	-	-	GTW	5716
9	GTW	5717	-	-	GTW	5717
10	GTW	5718	-	-	GTW	5718
11	GTW	5719	-	-	GTW	5719
12	GTW	5720	-	-	GTW	5720
13	GTW	5721	-	-	GTW	5721
14	GTW	5722	-	-	GTW	5722
15	GTW	5723	-	-	GTW	5723
16	GTW	5724	-	-	GTW	5724
17	GTW	5907	DWP	5907	DWP	5907
18	GTW	5916	-	-	GTW	5916
19	GTW	5922	-	-	GTW	5922
20	GTW	6413	-	-	GTW	6413

PROVINCE OF QUEBEC     )  
  ) ss  
DISTRICT OF MONTREAL    )

On this 23 day of July, 1996, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Commissioner for Oaths

My commission expires: July 26, 1996

YVAN ROY  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District - Montreal  
Expires July 26, 1996  
No. 125 531